

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC
Mail Processing
Section

TEMPORARY
FORM D

2008
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Washington, DC
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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
Flexible Premium Variable Universal Life Insurance (SunLife of Canada (U.S.) Variable Account H
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE LC PPJUL AS V
Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

SunLife of Canada (U.S.) Variable Account H

Address of Executive Offices (Number and Street, City, State, Zip Code)

One SunLife Exec Pl, Wellerly Hills, MA 02481

Telephone Number (Including Area Code)

781-237-6030

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Insurance Company Separate Account THOMSON REUTERS

Type of Business Organization

- ☐ corporation
☐ business trust

- ☐ limited partnership, already formed
☐ limited partnership, to be formed

☒ other (please specify)

Separate account

Actual or Estimated Date of Incorporation or Organization: 11 9 08 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SunLife Assurance Company of Canada (U.S.)

Business or Residence Address (Number and Street, City, State, Zip Code)

One SunLife Exec Plk, Wellesley Hills, MA 02481 Attn: VP, Corporate Mkts-SC1145

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ _____
3. Does the offering permit joint ownership of a single unit? Yes ☐ No ☒
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

FNBB Capital Markets, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

600 University Park Place, Ste 380, Birmingham, AL 35209

Name of Associated Broker or Dealer

FNBB, Capital Markets, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input checked="" type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input checked="" type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input checked="" type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Clark Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

2100 Ross Ave, Ste 2200, Dallas, TX 75201

Name of Associated Broker or Dealer

Clark Securities, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input checked="" type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input checked="" type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input checked="" type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input checked="" type="checkbox"/> WA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

M Holdings Securities

Business or Residence Address (Number and Street, City, State, Zip Code)

1125 NW Couch St, Ste 900, Portland, OR 97209

Name of Associated Broker or Dealer

M Holdings Securities

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input checked="" type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input checked="" type="checkbox"/> MS	<input checked="" type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input checked="" type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input checked="" type="checkbox"/> WA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

First Name	Business Address	Name of Associated Dealer	Solicited States
Lee Name	4041 East Lane, Suite 400, Baton Rouge, LA 70809	Waltu Street Securities	LA
Chenée	305 Hunters Glen Ct., Elmhurst, MA 03911	Specific West Securities, Inc.	MA, CT, MO
Bacon	2100 Southridge Pkwy., Suite 257, Birmingham, AL 35209	Securities America, Inc.	AL
Bertha	11811 N. Hardman St., Suite 300, Carmel, IN 46037	Intersecures, Inc.	IN
Cole	322 North Napa Street, Santa Barbara, CA 93103	Pro-Equities	MA, WA, LA, CA
Carrigan	1500 Hickory Avenue, Ste 240, Torrance, CA 90503	NYP Securities, Inc.	MA, CA
DeBun	100 Cypress Creek Road, Ft. Lauderdale, FL 33306	NYP Securities Agency	CT
DeBun	8500 S.W. 15th St., Suite 100, Fort Lauderdale, FL 33329	NYP Securities Agency	MA, CA
DeBun	1116 Woodville, N.W. 5100 River Road, Fort Lauderdale, FL 33329	NYP Securities Agency	MA, CA
DeBun	770 East Main Street, Suite 1 E, Moberly, MO 65007	Chark Securities, Inc.	MA, CA, NH
DeBun	322 N. Main Street, Santa Barbara, CA 93103	ProEquities, Inc.	PA
DeBun	65 Boston Post Road W., Marlboro, MA 02148	Line-Private Lender	CT
DeBun	3550 Jeremy Ranch Court, Naperville, IL 60564	Fret Heartland Securities	GA
DeBun	501 North Broadway, St. Louis, MO 63129	Stifel, Nicolaus & Co	GA, IL, TX
DeBun	137 Western Ave., Augusta, ME 04330	WJ Lynch Investor Services LLC	VT
DeBun	200 Chardon Street, 50th Floor, Boston, MA 02116	Magner Securities LLC	MA, CA
DeBun	101 Pied Avenue, Suite 105, Fort St. Joe, FL 32459	Country Club Financial Services	MA, MD, GA
DeBun	2001 Shawnee Mission Parkway, Mission Woods, VA 80005	Fret Heartland Securities	MA, WI, GA, NE, NC, TX
DeBun	The Pavilion, Suite 724, 261 Old York Road, Jacksonville, FL 32046	Norwest Group Securities	GA
DeBun	300 International Parkway, Houston, TX 77248	NYP Securities, Inc.	GA
DeBun	1250 Canal of Texas Hwy 5, Bldg 2, Suite 170, Austin, TX 78748	NYP Securities, Inc.	SD, NE, MA, CA, CO, PA, AL, KY, IN, WI, MO, GA, VA, FL, MD, MS, OH, IL, VT, WA, CT
DeBun	201 E. Wisconsin Ave, Suite 300, Madison, WI 53702	Northern Mutual Investment Services	MA, CT, VA, WI, SD, NE, TN, GA
DeBun	601 Carlson Parkway, Suite 305, Hammond, IN 46306	ProEquities, Inc.	WI, LA
DeBun	4 Gateway Center, Pittsburgh, PA 15222	LPA Insurance Agency	GA
DeBun	150 E. 42nd Street, 27th Floor, New York, NY 10017	Retirement Systems Group	CT
DeBun	231 Tresser Blvd., Stamford, CT 06901	NYLINK Insurance Agency	CT, IL
DeBun	2860 Johnson Ferry Road, Suite 200, Marietta, GA 30067	Palatka Securities, LLC	CT, IL
DeBun	1111 First Ave., Wichita, PA 15963	Woodbury Financial Services, Inc.	TX
DeBun	200 International Circle, Suite 4500, Hunt Valley, MD 21031	Woodbury Financial Services, Inc.	LA, VA
DeBun	Aon Consulting, Inc., 2 Tower Bridge One Fayette St. Connecticut, PA 19422	Aon Securities Corp	PA
DeBun	11020 Diamond St., Overland Park, KS 66210	ING Financial Partners	NE
DeBun	5622 G and Ridge Drive, West Des Moines, IA 50265	AIG Financial Advisors	MA
DeBun	2015 N Broadway Avenue, Grand Island, NE 68039	Capital Advisors	MA, MD, FL
DeBun	15 Midway Avenue, Cave Creek, MO 63141	CBIZ Financial Solutions, Inc.	MA, CT, WA, LA, VT
DeBun	1100 Circle 75 Parkway, Suite 320, Atlanta, GA 30339	Aon Securities Corp	TX
DeBun	200 E. Randolph, Suite 600, Chicago, IL 60601		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify <u>Separate Account</u>)	\$ <u>25,000,000.00</u>	\$ <u>224,605,025.15</u>
Total	\$ <u>25,000,000.00</u>	\$ <u>224,605,025.15</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>82</u>	\$ <u>224,605,025.15</u>
Non-accredited Investors	\$
Total (for filings under Rule 504 only)	\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	\$
Regulation A	\$
Rule 504	\$
Total	\$ <u>0</u>

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input type="checkbox"/>	\$
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify)	<input type="checkbox"/>	\$
Total	<input type="checkbox"/>	\$ <u>0</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$25,000,000,000

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Flexible Premium Variable Universal Life Insurance</u> <input type="checkbox"/> \$		<input type="checkbox"/> \$ <u>25,000,000,000</u>
<u>(Sun Life of Canada (U.S.) Variable Account #) LCPNUAPN</u>		
..... <input type="checkbox"/> \$		<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input type="checkbox"/> \$ <u>25,000,000,000</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>25,000,000,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Sun Life of Canada (U.S.) Variable Account #</u>	Signature <u>Chris Lombardi</u>	Date <u>3-6-09</u>
Name of Signer (Print or Type) <u>Chris Lombardi</u>	Title of Signer (Print or Type) <u>Associate Director, operations</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END